

TOGUT, SEGAL & SEGAL LLP
Bankruptcy Co-Counsel for Delphi Corporation, et al.,
Debtors and Debtors in Possession
One Penn Plaza, Suite 3335
New York, New York 10119
(212) 594-5000
Albert Togut (AT-9759)
Neil Berger (NB-3599)

Delphi Legal Information Hotline:
Toll Free: (800) 718-5305
International: (248) 813-2698

Delphi Legal Information Website:
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X	:	
	:	
In re:	:	
	:	Chapter 11
DELPHI CORPORATION, et al.,	:	Case No. 05-44481 [RDD]
	:	
Debtors.	:	Jointly Administered
	:	
-----X	:	

**JOINT STIPULATION AND AGREED ORDER
COMPROMISING AND DISALLOWING PROOF OF
CLAIM NUMBER 11185 (CALSONIC KANSEI CORPORATION)**

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC"), debtors and debtors-in-possession in the above-captioned cases (the "Debtors") and Calsonic Kansei Corporation ("Claimant") respectfully submit this Joint Stipulation And Agreed Order Compromising And Disallowing Proof Of Claim Number 11185 (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8, 2005 (the "Petition Date"), the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended, in the United States Bankruptcy Court for the Southern District of New York; and

WHEREAS, before the petition date, Delphi incurred debts owing to Claimant for services and/or goods provided by Claimant to DAS LLC; and

WHEREAS, on July 26, 2006, Claimant filed proof of claim number 11185 against DAS LLC, asserting an unsecured non-priority claim in the amount of \$112,658.39 and a secured claim in the amount of \$131,850.65 secured by a right of setoff (the "Claim"); and

WHEREAS, the Parties have agreed to settle and resolve the Claim upon the terms set forth herein; and

WHEREAS, Claimant acknowledges and agrees that the Claim shall be disallowed.

NOW, THEREFORE, in consideration of the foregoing, the Debtors and Claimant stipulate and agree as follows:

1. The Claim shall be disallowed in its entirety and expunged.

[signatures concluded on following page]

Dated: New York, New York
July 23 2008

DELPHI CORPORATION, et al.,
Debtors and Debtors-in-Possession,
By their Bankruptcy Conflicts Counsel,
TOGUT, SEGAL & SEGAL LLP,
By:

/s/ Neil Berger
NEIL BERGER (NB-3599)
A Member of the Firm
One Penn Plaza, Suite 3335
New York, New York 10119
(212) 594-5000

Dated: Nashville, Tennessee
July 22 2008

CALSONIC KANSEI CORPORATION
By its Attorneys,
BOULT, CUMMINGS, CONNERS & BERRY
PLC
By:

/s/ Austin McMullen
AUSTIN MCMULLEN
1600 Division Street, Suite 700
Nashville, Tennessee 37203
(615) 252-2323

SO ORDERED

This 3rd day of September, 2008
in New York, New York

/s/Robert D. Drain

HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE